

UNION PACIFIC RAILROAD COMPANY



Vernon A. Williams

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Lenona Young
Paralegal

RECORDATION NO. 10764-K

Room 816
Law Department
FILED

April 15, 1997

APR 17 '97

10-01 AM

APR 17 10 01 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Via UPS

Surface Transportation Board
Recordation Department, Room 704
1925 K Street, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 29095 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series I

Dear Sir:

Enclosed are an original and four counterparts of a document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document is a Declaration of Full Payment, executed as of January 25, 1995. The document is a secondary document, as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which the document is in connection with is recorded under Recordation No. 10764. We request that this document be recorded under Recordation No. 10764-K.

The names and addresses of the parties to the Declaration of Full Payment are as follows:

Trustee: CoreStates Bank, N.A.
(formerly First Pennsylvania Bank, N.A.)
c/o Mellon Bank, 199-5000
701 Market Street
Philadelphia, Pennsylvania 19106

Lessee: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

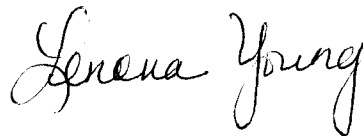
Surface Transportation Board
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Page Two

A fee of \$24 is enclosed. Please return the four counterparts of the Declaration of Full Payment evidencing the recordation data thereon to the undersigned. **A completed UPS airbill is enclosed for the return of the Declarations. Please note that the Board will not be charged by UPS.**

A short summary of the enclosed document to appear in the Commission's index is:

Declaration of Full Payment, dated as of January 25, 1995,
by CoreStates Bank, N.A., as Trustee, covering 31
locomotives, 98 100-ton hopper cars, 111 100-ton flat cars,
and three 70-ton box cars.

Very truly yours,

A handwritten signature in cursive script that reads "Lenora Young". The signature is written in dark ink and is positioned below the typed name "Lenora Young".

Enclosures

RECORDATION NO. 10764-K FILED

APR 17 '97

10-01AM

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST
SERIES I

STB Copy
Recordation No.
10764-K

EQUIPMENT TRUST AGREEMENT

Dated as of August 15, 1979

DECLARATION OF FULL PAYMENT

**ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST, SERIES I**

Equipment Trust Agreement Dated as of August 15, 1979

DECLARATION OF FULL PAYMENT

CoreStates Bank, N.A. (formerly known as First Pennsylvania Bank, N.A., herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of August 15, 1979, as supplemented, between the Trustee and St. Louis Southwestern Railway Company, pursuant to which was created and constituted "St. Louis Southwestern Railway Company Equipment Trust, Series I," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that St. Louis Southwestern Railway Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented that all of the interests in St. Louis Southwestern Railway Company Equipment Trust, Series I, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to St. Louis Southwestern Railway Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to St. Louis Southwestern Railway Company as the absolute property of St. Louis Southwestern Railway Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this Declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, CoreStates Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 25th day of January, 1995.
~~December, 1994.~~

CORESTATES BANK, N.A., Trustee

By C. Ward
Sr. Corporate Trust Officer

ATTEST:

[Signature]
Assistant Vice President

COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA)

On this 25th day of ^{January, 1995,} ~~December, 1994,~~ before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

John Schurr

Notary Public

NOTARIAL SEAL
JOHN SOHIER, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 1, 1998

TR-194A
TRUSTCSA

ST. LOUIS SOUTHWESTERN R.R. COMPANY

APPENDIX A - TRUST I

Current Numbers

30 - 3000 H.P. Diesel Freight Locomotives
SSW 7770 - 7799

97 - 100 Ton Covered Hopper Cars

SSW 70393 - 70401
70403 - 70409
70411 - 70424
70426
70428 - 70430
70433 - 70444
70446 - 70481
70483 - 70489
70491 - 70495
70497 - 70499

111 - 100 Ton Flat Cars

SSW 88285 - 88295
88297 - 88360
88362 - 88377
88379 - 88381
88383 - 88399

1 - Diesel Freight Locomotive
SSW 4152

1 - 100 Ton Hopper Cars
SSW 71500

2 - 70 Ton Box Cars (5th Suppl)
SSW 51270 - 51271

1 - 70 Ton Box Cars (6th Suppl)
SSW 51250